

RESOLUTION OF THE MEMBERSHIP AND BOARD OF DIRECTORS OF THE ORLEANS COUNTY LOCAL DEVELOPMENT CORPORATION AUTHORIZING THE AMENDMENT AND RESTATEMENT OF ITS BY-LAWS AND AMENDMENTS TO ITS CERTIFICATE OF INCORPORATION

WHEREAS, The Orleans County Local Development Corporation (“LDC”) is a New York not-for-profit corporation formed under Section 402 of the New York Not-For-Profit Corporation Law exclusively for the purposes set forth in Section 1411 of the New York Not-For-Profit Corporation Law pursuant to a Certificate of Incorporation filed with the New York Department of State on September 21, 1993 and amended by a Certificate of Amendment to the Certificate of Incorporation filed with the New York Department of State on February 22, 2006 and a Certificate of Amendment to the Certificate of Incorporation filed with the New York Department of State on April 6, 2012; and

WHEREAS, the LDC’s Certificate of Incorporation, as amended, and its by-laws provide for the composition of the membership of the LDC; and

WHEREAS, the LDC has, on occasion, had difficulty in identifying individuals to serve as members and, after review, the Board of Directors of the LDC has determined that it is appropriate to modify the composition of the membership of the LDC to allow for greater flexibility in appointing members to assist the LDC in having a full and active membership; and

WHEREAS, the LDC further wishes to amend and restate its by-laws to reflect changes in applicable laws and to update its procedures and to make such other changes, all as reflected in the amended and restated by-laws presented to the members and Board of Directors, in order to facilitate the operations of the LDC.

NOW THEREFORE, BE IT RESOLVED BY THE MEMBERS AND BOARD OF DIRECTORS OF THE ORLEANS COUNTY LOCAL DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. The LDC hereby approves the amendment and restatement of the LDC’s by-laws, as more particularly set forth in a true copy of the amended and restated by-laws as presented to the members and the Board of Directors.

Section 2. The preparation and filing of an amendment to the LDC’s Certificate of Incorporation to modify the composition of the Board of Directors and Membership to conform to the composition as set forth in the amended and restated by-laws is hereby authorized.

Section 3. These resolutions shall take effect immediately.

Adopted: February 2, 2017